

ANGUSalive

NOTE of MEETING of the Board of Directors of ANGUSalive held at 10.00am at Forfar Community Campus on Friday 28 June 2019

Present:

| Name | | Title | Initial |
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| Kenneth | Fraser | Independent Director - Chairperson | KF |
| Hannah | Whaley | Independent Director - Vice Chairperson | HW |
| Kirsty | Hunter | Chief Executive | KH |
| Gordon | Cargill | Service Leader Angus Council (Governance & Change) | GC |
| Fiona | Dakers | Senior Manager Libraries Customer and Culture | FD |
| Bill | Duff | Council Director | WD |
| Lesley | Hadden | Executive Management Team Personal Assistant | LH |
| Colin | Knight | Senior Manager Sport and Leisure | CK |
| Kevin | Lumsden | Angus Council Finance Manager | KL |
| Ken | McKay | Independent Director | KM |
| Ronnie | Proctor | Council Director | RP |
| Alan | Rae | Independent Director | AR |
| Pauline | Sinclair | Service Leader Angus Council (HR & Business Support) | PS |
| Iain | Stevens | Senior Manager Business Management and Development | IS |

Apologies

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| Colin | Brown | Council Director | CB |
| Charlie | Cameron | Independent Director | CC |
| Lynne | Devine | Council Director | LD |

| Item No | Note |
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| 1. | <p>Welcome & Apologies</p> <p>KF welcomed everyone to the meeting.</p> <p>Apologies: Lynne Devine, Charlie Cameron, Colin Brown</p> |
| 2. | <p>Declarations of Interest</p> <p>Directors were asked to consider whether they had any declarations of interest in relation to any item on the agenda for the meeting. No declarations were made.</p> <p>WD made a retrospective declaration of interest following discussion on item 7.</p> |
| 3. | <p>Minutes of Meeting on Friday 26 April 2019</p> <p>The Directors approved the minutes of the above meeting.</p> <p>Proposed as accurate by WD and seconded by HW</p> |
| 4. | <p>Matters arising from the Minute of Meeting Friday 26 April 2019</p> <p>Company Secretary</p> <p>KH awaiting feedback from Angus Council on replacement arrangements for Company Secretary following the resignation of LD. Previously colleagues in Legal & Democratic Services had advised as ANGUSalive is a Limited Company it is not necessary to have a company secretary at all times however the Articles of Association states we do. Legal & Democratic Services will liaise with head of legal to review the Articles of Association and the Trust's Position. External legal advisors may need to be appointed to take this matter forward.</p> <p>KH awaiting for feedback from Jackie Buchannan on position. Chair/Vice Chair have requested KH to look at external options for Company Secretary. KH to provide an update at the next development day.</p> <p>Strategic Plan</p> <p>It was confirmed IS had collated a specification to investigate external support to develop the strategic plan. KH to provide the Board with a full update at the next Board meeting. The Chair asked this matter be progressed as a priority in order to inform the development and future submission of the 2020-2021 annual plan to the Board.</p> |

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| | <p>Get it Loud in Libraries Glasgow post-punk band “The Ninth Wave” performed in Carnoustie Library on Saturday 4 May 2019 at 8.00pm as part of Get it Loud in Libraries. 60 people attended.</p> <p>Get it Loud in Libraries (GiLiL) is a programme funded by The Scottish Library and Information Council (SLIC) to bring live music to libraries and engage with young people in the community.</p> <p>Finance Update KL highlighted that the banking facilities discussed at the previous meeting and advised this would be discussed during item 6.</p> <p>IS to meet will AR to discuss points raised at previous meeting with regards Risk 9 - legal and relates to the AA copyright policy. All organisations, whether commercial, governmental, academic, voluntary etc. make increasing use of other people's materials (images, text, video etc.) especially as an organisation's digital footprint increases. Copyright infringement may well cause both financial and reputational loss.</p> <p>Increase to Board Membership</p> <p>KH provided an update on previous discussions to improving the resilience of the board in terms of achieving quorate at Full Board and sub-committee meetings.</p> <p>A report is to be presented to Angus Council explaining the reasons why there is a requirement to increase the number of independent trustees on the board, in advance of an presenting a proposal to P&R or full Council.</p> |
| <p>5.</p> | <p>Chief Executive Update</p> <ul style="list-style-type: none"> • Angus Glens Walking Festival ANGUSalive held the 17th Angus Glens Walking Festival starting 30 May 2019. The festival covered 20 walks over 4 days - through the beautiful scenery of Angus. KH highlighted that out of the 20 walks 98% of spaces were sold out. • Volunteer Week at Crombie Country Park ANGUSalive celebrated Volunteers Week with a Volunteers’ barbecue at Crombie Country Park on Saturday |

1 June 2019. KH advised Volunteers' Week provided a special time to say thank you to our volunteers and celebrate the wide range of people from Angus who give their time in so many different ways to benefit their local communities and support ANGUSalive in changing lives by inspiring healthy, active and creative lifestyle choices.

- **Mobile Libraries Launch Peel Farm**

The two new mobile library vans Isla and Glen were unveiled at Peel Farm in Lintrathen and will start their working life on Monday. KH highlighted the future of the mobile library service was secured through a successful bid to Angus LEADER European Rural Development Programme with match funding from the local authority. The two new library vehicles, being slightly smaller than their predecessors, will make regular, scheduled visits to remote areas of the Angus Glens which have not had a library service in recent times.

- **Discovering Ancient Egypt**

KH highlighted Discovering Ancient Egypt exhibition running June – September 2019 at Montrose Museum. The exhibition brings together fascinating objects and hidden stories from the collections of National Museums Scotland and Montrose Museum, where the exhibition uncovers how ancient Egypt captivated Scotland over 200 years ago.

- **STM spotlight on Arbroath's Fishing Heritage**

KH advised we had a positive visit from NESFLAG and NESFLAG colleagues from Northern Ireland who were showcasing the ANGUSalive project as an example of what can be done with the funding. The opening date is scheduled for mid-late September during Doors Open.

- **Website Visits & Online Class Bookings**

KH provided an update on confirmed Class bookings and website visits. 1030 customers are registered for online class bookings. There has been a reduction in calls and 14.8 % of booking were made online in June.

Website Google Analytics since the launch of the website shows there were 40,000 visits. 77% of these visits were via a mobile/tablet device.

- **AHRC**

FD provided a high level overview of progress to date on the Future Vision and Capital Programme. FD to provide a report to Board on 4 September 2019.

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| <p>6.</p> | <p>Finance & Audit Sub Committee Information Report</p> <p>WD provided an update from the Finance and Audit Sub Committee meeting on Monday 17 June 2019.</p> <p>KL provided an update on the Pension Liability and highlighted the underlying pension liability guarantee provided by Angus Council in this regard.</p> <p>The guarantee states:</p> <p>“... the Council hereby guarantees to accept liability for any unfunded costs or unpaid sums due that may arise with regard to ANGUSalive ... relating to their admitted employees’ membership of the local government pension scheme (LGPS) ... should ANGUSalive cease to exist, withdraw from the LGPS or otherwise become unable to continue covering any unfunded costs or liabilities with regard to the LGPS.”</p> <p>“... unless otherwise agreed in writing ... this guarantee will continue in force until ANGUSalive’s obligations covered by this guarantee are fully discharged.”</p> <p>The Finance and Audit Sub Committee approved the minute of the meeting held on Monday 17 June 2019, agreed by AR and seconded by WD.</p> <p>The Board noted reports tabled at the Finance and Audit Sub Committee meeting held on Monday 17 June 2019 are available on the Board SharePoint area for reference.</p> <p>KH advised whilst ANGUSalive carry a significant net liability on the balance sheet, the existence of the above pension guarantee means the company is a solvent business and a going concern.</p> <p>HW acknowledged the work carried out by KL but advised that the Board remain cautious and informed of the difficulties and changes in the pension sector, and the influence this may have on future financial planning.</p> <p>KH highlighted the sub-committee noted the revised draft copies of Financial Regulations Sections 1 and 16 and Appendix 1 with the agreed changes shown with tracked on was available to Board members in the SharePoint area and authorised the Chief Executive to give effect to these changes with effect from 1 July 2019.</p> <p>KL advised that the banking facilities previously reported to Board as requiring a signature and confirmed due to no changes to overall limits that there is no Signature required from the Board.</p> |
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| <p>7.</p> | <p>10_19_Angus Council Review of Terms & Conditions</p> <p>PS highlighted there is compliance with equal pay legislation and maintaining equity and fairness, discussion around ANGUSalive was also included in the initial informal discussion with unions although there were no ANGUSalive representatives present at that meeting.</p> <p>PS confirmed legal advice had now confirmed that any changes made to pay-related terms and conditions in either organisation could have an impact in relation to equal pay comparisons. It is therefore necessary to ensure that any such changes are implemented in both organisations simultaneously. In future pay related proposals will be developed jointly and consultation and implementation will be simultaneous.</p> <p>PS highlighted Angus Council had completed informal consultation with Angus Council employees. However as ANGUSalive had not received direction from the Board, informal communication with ANGUSalive employees has not taken place and the proposal is now to progress to formal consultation for both organisations simultaneously.</p> <p>The Board noted the proposals on which Angus Council wants to formally consult during July / August 2019 and the legal status position with regards to aligning the terms and conditions for both organisations in relation to any pay related proposals and noted that ANGUSalive's position can differ from Angus Council in relation to non-pay related proposals.</p> <p>WB declared an interest to item 7 - Angus Council Review of Terms & Conditions</p> <p>Following discussion the Board considered, at this time, it was not in the best interest of ANGUSalive to progress this matter as the organisation is experiencing a period of significant transformation as a result of the on-going organisational review. The Board was also disappointed there appeared to be limited engagement with, or consideration of, ANGUSalive in such an important matter as the review of terms and conditions.</p> <p>To progress this matter the Board directed the Chief Executive to engage with Angus Council in order to develop protocol arrangements with respect to employee negotiations. The Board considered the process should include:</p> <ul style="list-style-type: none"> • who will represent the workers, or group of workers (bargaining unit) in negotiations • which workers are included in the bargaining unit • how often meetings will take place • which issues, including which terms and conditions will be discussed • how failures to agree will be resolved • how discussions will work if more than one trade union is recognised |
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| <p>8.</p> | <p>11_19_Safety, Health and Wellbeing Performance</p> <p>The Board noted the performance information in relation to Safety, Health and Wellbeing</p> <p>IS highlighted total columns in 4.2 were incorrect. LH to amend and re-issue.</p> |
| <p>9.</p> | <p>12_19_Sickness Absence Performance</p> <p>The Board noted the performance information in relation to sickness absence.</p> |
| <p>10.</p> | <p>13_19_ Customer Compliments and Complaints</p> <p>The Board the performance information in relation to customer compliments and complaints contained within this report.</p> |
| <p>11.</p> | <p>Any other competent business</p> <p>RP provided positive feedback on the ANGUSalive Sport Awards and the Forfar Future/Past events he attended.</p> <p>KM requested a progress update on the Sports Strategy. CK provided an overview on discussions held to date. KF requested this is progressed as soon as possible.</p> |
| <p>12.</p> | <p>Date of Next Meeting</p> <p>Friday 6 September 2019</p> |
| <p>13.</p> | <p>Confidential Matters & Directors De-brief</p> |